

**Amendment to the Agreement  
Between  
US LEC of Tennessee Inc.  
and  
BellSouth Telecommunications, Inc.  
Dated June 20, 2004**

Pursuant to this Amendment, (the "Amendment"), US LEC of Tennessee Inc. ("US LEC"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 20, 2004 ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and US LEC entered into the Agreement on June 20, 2004, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to add new Section 7.6.3 to Attachment 3 as follows:

7.6.3 For Primary Carrier Plan (PCP) Independent Telephone Company (ICO) originated intraLATA toll Transit Traffic delivered to US LEC for termination, US LEC shall bill BellSouth at the US LEC's intrastate switched access tariff rates. The amount of PCP ICO originated intraLATA toll Transit Traffic usage for which US LEC bills BellSouth shall be determined by US LEC by applying the US LEC and BellSouth agreed upon PCP ICO ratios to the appropriate monthly EMI 11-01-01 call detail usage provided by BellSouth. BellSouth shall provide to US LEC an initial list, by state, of the PCP ICOs, and BellSouth shall provide PCP ICO list updates to US LEC as necessary. Non-PCP ICO originated traffic shall be compensated between the Parties pursuant to the Transit Traffic section of this Agreement.
2. The Parties agree to add Virtual Collocation rates to Exhibit D of Attachment 4, as set forth in Exhibit 1 of this Amendment attached hereto and incorporated herein by this reference.
3. All of the other provisions of the Agreement, dated June 20, 2004, shall remain in full force and effect.
4. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

**BellSouth Telecommunications, Inc.**

By: 

Name: Kristen Rowe

Title: Director

Date: 

**US LEC of Tennessee Inc.**

By: 

Name: Wanda G. Montano

Title: Vice President, Regulatory and  
Industry Affairs

Date: 

COLLOCATION - Kentucky											Attachment: 4		Exhibit: D				
CATEGORY	RATE ELEMENTS		Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
VIRTUAL COLLOCATION																	
	Application																
		Virtual Collocation - Application Fee			AMTFS	EAF		2,419.86		1.01							
		Virtual Collocation - Co-Carrier Cross Connects/Direct Connect, Application Fee, per application			AMTFS	VE1CA		584.20									
		Virtual Collocation Administrative Only - Application Fee			AMTFS	VE1AF		742.12									
	Space Preparation																
		Virtual Collocation - Floor Space, per sq. ft.			AMTFS	ESPVX		7.99									
	Power																
		Virtual Collocation - Power, per fused amp			AMTFS	ESPAX		8.06									
	Cross Connects (Cross Connects, Co-Carrier Cross Connects, and Ports)																
		Virtual Collocation - 2-wire cross-connect, loop, provisioning			UEANL, UEA, UDN, UAL, UHL, UCL, UEQ, UNCVX, UNCDX, UNCNX	UEAC2	0.0309	24.68	23.68	12.14	10.95						
		Virtual Collocation - 4-wire cross-connect, loop, provisioning			UEA, UHL, UCL, UDL, UNCVX, UNCDX	UEAC4	0.0619	24.88	23.82	12.77	11.46						
		Virtual collocation - Special Access & UNE, cross-connect per DS1			ULR, UXTD1, UNC1X, ULDD1, U1TD1, USLEL, UNLD1, USL	CNC1X	1.48	44.23	31.98	12.81	11.57						
		Virtual collocation - Special Access & UNE, cross-connect per DS3			USL, UE3, U1TD3, UXTS1, UXTD3, UNC3X, UNCSX, ULDD3, U1TS1, ULDS1, UDLSX, UNLD3	CND3X	18.89	41.93	30.51	14.75	11.83						
		Virtual Collocation - 2-Fiber Cross Connects			UDL12, UDLO3, U1T48, U1T12, U1TO3, ULDO3, ULD12, ULD48, UDF	CNC2F	3.80	41.94	30.51	14.76	11.84						
		Virtual Collocation - 4-Fiber Cross Connects			UDL12, UDLO3, U1T48, U1T12, U1TO3, ULDO3, ULD12, ULD48, UDF	CNC4F	7.59	51.29	39.87	19.41	16.49						
		Virtual Collocation - Co-Carrier Cross Connects/Direct Connect - Fiber Cable Support Structure, per linear foot, per cable			AMTFS	VE1CB	0.0012										
		Virtual Collocation - Co-Carrier Cross Connects/Direct Connect - Copper/Coax Cable Support Structure, per linear foot, per cable			AMTFS	VE1CD	0.0018										
		Virtual Collocation 2-Wire Cross Connect, Port			UEPSX, UEPSB, UEPS, UEPSR, UEP2C	VE1R2	0.0309	24.68	23.68	12.14	10.95						
		Virtual Collocation 4-Wire Cross Connect, Port			UEPDD, UEPEX	VE1R4	0.0619	24.88	23.82	12.77	11.46						
	CFA																
		Virtual Collocation - CFA Information Resend Request, per Premises, per Arrangement, per request			AMTFS	VE1QR		77.55									
	Cable Records																
		Virtual Collocation Cable Records - per request			AMTFS	VE1BA		1,524.45	980.01	267.02							
		Virtual Collocation Cable Records - VG/DS0 Cable, per cable record			AMTFS	VE1BB		656.37		379.70							
		Virtual Collocation Cable Records - VG/DS0 Cable, per each 100 pair			AMTFS	VE1BC		9.65		11.84							
		Virtual Collocation Cable Records -DS1, per T1TIE			AMTFS	VE1BD		4.52		5.54							

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						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Virtual Collocation Cable Records - DS3, per T3TIE			AMTFS	VE1BE		15.81	Add'l	19.39							
	Virtual Collocation Cable Records - Fiber Cable, per 99 fiber records			AMTFS	VE1BF		169.63		154.85							
	Security															
	Virtual collocation - Security escort, basic time, normally scheduled work hours			AMTFS	SPTBX		33.98	21.53								
	Virtual collocation - Security escort, overtime, outside of normally scheduled work hours on a normal working day			AMTFS	SPTOX		44.26	27.81								
	Virtual collocation - Security escort, premium time, outside of a scheduled work day			AMTFS	SPTPX		54.54	34.09								
	Maintenance															
	Virtual collocation - Maintenance in CO - Basic, per half hour			AMTFS	CTRLX		56.07	21.53								
	Virtual collocation - Maintenance in CO - Overtime, per half hour			AMTFS	SPTOM		73.23	27.81								
	Virtual collocation - Maintenance in CO - Premium per half hour			AMTFS	SPTPM		90.39	34.09								
	Entrance Cable															
	Virtual Collocation - Cable Installation Charge, per cable			AMTFS	ESPCX		1,729.11		45.16							
	Virtual Collocation - Cable Support Structure, per cable			AMTFS	ESPSX	17.38										